

JUL 12 '12 -3 49 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

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VIA UPS NEXT DAY AIR

July 11, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated June 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

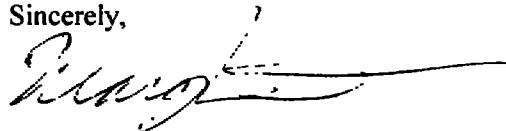
A description of the railroad equipment covered by the enclosed document is for sixty-two (62) Articulated Bi-level railcars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN158)

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ASSIGN. NO. CN158

MEMORANDUM OF LEASE – RIDER NO. 40

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the “Memorandum of Lease”) is made and entered into as of June 5, 2012 by and between First Union Rail Corporation (“Lessor”), a North Carolina corporation, and Canadian National Railway Company (“Lessee”), a Canadian corporation.

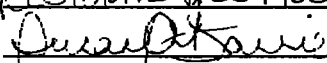
WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the “Agreement”) and Rider No. 40 thereto dated as of June 5, 2012 (the “Rider”) whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: SUSAN A. BARRIE
Title: REGIONAL VICE PRESIDENT SALES
Signature: 

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

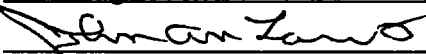
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance
Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-two (62).

DESCRIPTION OF CARS: Articulated Bi-level Railcars.

CAR NUMBERS:

NOKL 798242	NOKL 798303	NOKL 798399
NOKL 798244	NOKL 798315	NOKL 798401
NOKL 798245	NOKL 798317	NOKL 798403
NOKL 798246	NOKL 798318	NOKL 798406
NOKL 798250	NOKL 798321	NOKL 798409
NOKL 798258	NOKL 798327	NOKL 798416
NOKL 798261	NOKL 798331	NOKL 798418
NOKL 798262	NOKL 798338	NOKL 798420
NOKL 798270	NOKL 798341	NOKL 798421
NOKL 798272	NOKL 798345	NOKL 798422
NOKL 798274	NOKL 798347	NOKL 798430
NOKL 798275	NOKL 798353	NOKL 798432
NOKL 798280	NOKL 798354	NOKL 798435
NOKL 798282	NOKL 798360	NOKL 798436
NOKL 798288	NOKL 798361	NOKL 798438
NOKL 798291	NOKL 798367	NOKL 798440
NOKL 798292	NOKL 798368	NOKL 798443
NOKL 798295	NOKL 798389	NOKL 798445
NOKL 798297	NOKL 798392	NOKL 798457
NOKL 798298	NOKL 798395	NOKL 798459
NOKL 798302	NOKL 798397	Count 62